

U.S. BANKRUPTCY COURT  
District of South Carolina

Case Number: 09-02140

CONSENT ORDER

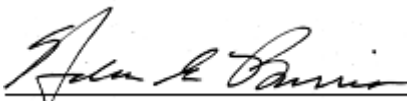
The relief set forth on the following pages, for a total of 6 pages including this page, is hereby ORDERED.

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**FILED BY THE COURT**  
**06/30/2009**



Entered: 06/30/2009

  
US Bankruptcy Court Judge  
District of South Carolina

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF SOUTH CAROLINA

In re:

BI-LO, LLC *et al.*,

Debtors.<sup>1</sup>

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Case No. 09-02140 (HB)

Chapter 11

(Joint Administration)

CONSENT ORDER ON DEBTORS' EXCLUSIVITY MOTION

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Procedural History: This matter comes before the Court on the Debtors' July 17, 2009<sup>2</sup> *Motion of the Debtors for Entry of an Order (A) Extending the Time Period During Which the Debtors Have the Exclusive Right to File a Plan and Disclosure Statement and to Solicit Acceptances and (B) Extending the Deadline Under SC LBR 3016-1 For Debtors to File a Plan and Disclosure Statement* [Docket No. 802] as supplemented by their June 22, 2009 supplement [Docket No. 823] (the "Exclusivity Motion"). On June 22, 2009, the ad hoc committee of Term Lenders (the "Term Lenders") and the Official Creditors Committee (the "Committee") filed their *Joint Motion of the Official Committee of Unsecured Creditors and the Term Lender Committee For an Order (I) Continuing the Hearing on the Debtors' Exclusivity Motion and (II) Granting Certain Related Relief in Connection Therewith* [Docket No. 825] and their *Joint Motion of the Official Committee of Unsecured Creditors and the Term Lender Committee for an Emergency Hearing on Their Joint Motion for an Order (I) Continuing the Hearing on the Debtors' Exclusivity motion and (II) Granting certain Related Relief in Connection Therewith*

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<sup>1</sup> The Debtors and the last four digits of their respective tax identification numbers are: BI-LO, LLC (0130); BI-LO Holding, LLC (5011); BG Cards, LLC (4159); ARP Ballentine LLC (6936); ARP James Island LLC (9163); ARP Moonville LLC (0930); ARP Chickamauga LLC (9515); ARP Morganton LLC (4010); ARP Hartsville LLC (7906); and ARP Winston Salem LLC (2540).

2. The correct date appears from the record to be June 17, 2009.

[Docket No. 826, the "Continuance Motion"]. Also on June 22, 2009, the Debtors filed *Debtors' Objection to Motion of Term Lenders and Official Unsecured Creditors Committee for Continuance* [Docket No. 829]. Also on that date, Lone Star Fund V (U.S.) L.P. ("Lone Star") filed its *Objection of Lone Star Fund V (U.S.) L.P. to the Joint Motions of the Official Committee of Unsecured Creditors and the Term Lender Committee for Orders (I) Continuing the Hearing on the Debtors' Exclusivity Motion, (II) Setting an Emergency Hearing on June 22, 2009, and (III) Granting Certain Related Relief in Connection Therewith* [Docket No. 831]. On June 23, 2009, the Bankruptcy Court entered an order declining to grant the emergency hearing and to continue the matter until July 22, 2009, setting the Continuance Motion for hearing on June 30, 2009 at 9:00 a.m., and directing the parties to confer prior to the hearing in an attempt to resolve these matters [Docket No. 832]. No objection to the Exclusivity Motion, except to the limited extent set forth in the Continuance Motion, has been filed. **by reason of negotiations through Sunday night, June 28, 2009, arriving at the settlement.**

Agreement: As announced in open court at the hearing on June 30, 2009, the Debtors, **following** the Term Lenders, and the Committee have agreed, and the Court now approves, as follows:

Order:

1. The hearing on the Exclusivity Motion is hereby continued to the omnibus hearing date of September 16, 2009, **and the objection deadline is August 31, 2009, at 5:00pm Eastern Time.** The time period during which the Debtors have the exclusive right to file a plan of reorganization and disclosure statement (the "Exclusive Period") is hereby extended through and including September 21, 2009 and the time period to solicit acceptances thereof (the "Acceptance Period") is hereby extended through and including November 21, 2009. The deadline set forth in SC LBR 3016-1 for the Debtors to file a plan of reorganization and disclosure statement is hereby extended through and including September 21, 2009. All rights that the Term Lenders and the Committee may individually or jointly have with

respect to seeking to terminate or modify the Debtors' Exclusive Period and Acceptance Period at any time prior to the foregoing dates or thereafter are hereby preserved. All rights that the Debtors may have with respect to seeking to extend Exclusive Period and Acceptance Period beyond the foregoing dates are hereby preserved.

2. The Debtors agree to cooperate in good faith to provide the financial advisors or professionals of the Term Lenders and the Committee with all reasonably requested information that is available to the Debtors as of the date of this order within 30 days of this order, it being understood that the Debtors will provide information continuously throughout the 30 day period. The Debtors acknowledge receipt of the Term Lenders' first such information request in writing on June 24, 2009 (the "June 24 Request") and the Debtor will promptly review the June 24 Request with the Term Lenders to determine the reasonableness of each request, if the information requested is available, if the information requires delay or if the information should be removed from the list. The Debtors agree to provide the financial advisors or professionals of the Term Lenders and the Committee with access to management and such access will be at a time or times reasonably acceptable to management. In addition, the Debtors agree to provide the financial advisors or professionals of the Term Lenders and the Committee with any information provided to a ~~an~~ <sup>potential</sup> investor or acquiror that was not previously provided to the financial advisors or professionals of the Term Lenders or Committee. Any requested information that is reasonably requested by the financial advisors or professionals of the Term Lenders and the Committee and is being developed or acquired by the Debtors in connection with the Debtors' Five Year Plan will be delivered to the financial advisors or professionals of the Term Lenders and the Committee at such time as the Debtors have developed or acquired such information and such information is determined by the Debtors to be in final form. The Debtors also agree to provide

the financial advisors or professionals of the Term Lenders and the Committee with all reasonably requested information in support of the Debtors' Five Year Plan subsequent to the delivery of such plan to the financial advisors or professionals of the Term Lenders and the Committee.

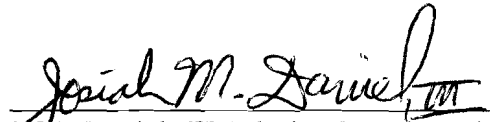
3. The Court retains jurisdiction with respect to all matters arising from or related to this Order.

**AND IT IS SO ORDERED.**

Dated June 30, 2009  
Spartanburg, South Carolina

**AGREED TO BY:**

**THE DEBTORS:**

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